

STATE OF MAINE
OFFICE OF SECURITIES
121 STATE HOUSE STATION
AUGUSTA, ME 04333

IN RE:

Imperia Invest IBC, Werner
Jahnsen, and Steve Baker

SUMMARY ORDER TO
CEASE AND DESIST
10-042

This is a Cease and Desist Order issued by the Maine Securities Administrator (the "Administrator") pursuant to 32 M.R.S.A. § 16604(1).

I. FINDINGS OF FACT

1. Prior to April 20, 2009, Imperia Invest IBC ("Imperia") claimed to be a company located in the Bahamas. Individuals identifying themselves as Dr. Werner Jahnsen ("Jahnsen") and Dr. Steve Baker ("Baker") control and operate Imperia.
2. In a public notice dated April 20, 2009, the Securities Commission of the Bahamas found that Imperia is not a validly registered company, that its claim to be located at #53 Sandypoint Drive, Nassau, Bahamas is untrue, and that its activities are unregistered and illegal:

The general public is HEREBY ADVISED that neither Imperia Invest IBC (Imperia), its agents nor its consultants are registrants of the Securities Commission nor have they made application for registration with the Commission. Therefore, any activity by this company, its agents or consultants in conducting registrable activity in or from this jurisdiction is a violation of the [Securities Commission of The Bahamas' Securities Act, 1999]. . . . The Commission advises that not only is there no company named Imperia operating from [#53 Sandypoint Drive Nassau, Bahamas] . . . , but also, there is no company named Imperia appearing on the Register of the Companies Registry.

3. Jahnsen and Baker identify themselves as representatives of Imperia on the Imperia website. Jahnsen and Baker do not identify their precise positions in the company, nor do they provide any contact information that would allow potential investors or investigators to obtain information about them. The Imperia website purports to offer investment opportunities. The website currently lists Imperia's address as Imperia Invest IBC, Offshore, International Trade Building, PO Box 1460, Port Highway, Vanuatu. The Imperia website is accessible in Maine and has been viewed by Maine residents.

4. In or around January 2010, a Maine resident learned of the purported Imperia investment offering through a relative.
5. According to Imperia's "Strategy" website page, "a TEP¹ investor can receive a loan of 80,000 US\$ with a one-time investment of US\$50. Plain and simple. This loan should be used for trading on the financial markets emphatically. We have created a proper platform for that issue to give you daily profits of 1.2%, which are guaranteed by money market arbitrage situations."
6. On Imperia's FAQ website page, Imperia claims that the names of the banks involved in the TEPs cannot be disclosed because Imperia is "binded on NON-Disclosure agreements and cannot give further informations (sic) to third parties." Also on the FAQ website page, Imperia claims that there is a coordinating bank that will be the team leader of the project, which Imperia identifies as "a european (sic) 100 top premium bank with first class ranking!"
7. In January 2010, the Maine resident talked with his friend who had invested in Imperia. The friend did not have answers to the Maine resident's questions regarding the Imperia investment, so the Maine resident was put in touch with Doreen Lee ("Lee"), an Imperia representative, who provided him with additional information about Imperia and advised him that he would be "very happy after [he invested]." The Maine resident agreed to invest \$1,000, and he mailed his \$1,000 check to another Imperia representative, Jody Dunn.
8. All of the Maine resident's communications regarding the Imperia investment took place while he was physically located in Maine.
9. Imperia accepted the \$1,000 payment from the Maine resident and gave the Maine resident access to a password-protected website which purports to show the Maine resident's holdings in Imperia. According to information available through the password-protected website, the Maine resident's account is currently valued at \$2,630,000. The website advises all investors that they will receive the promised returns in May or June of 2010.

II. CONCLUSIONS OF LAW

1. The purported investment that Imperia offered and sold to a Maine resident is a security under 32 M.R.S.A. § 16102(28). The Maine Securities Administrator has jurisdiction under the Maine Uniform Securities Act (the "Act") because the security was offered and sold in Maine.

¹ According to Imperia's website, TEP stands for Traded Endowment (sic) Policies, which Imperia describes as "bank secured financial instruments."

A. SALE OF UNREGISTERED SECURITIES

2. The Act prohibits offering and/or selling a security in Maine unless the security is registered, is exempt from registration, or is a federal covered security. 32 M.R.S.A. § 16301.
3. A person claiming an exemption, exception, preemption or exclusion from the Act's registration requirement has the burden of proving the applicability of the exemption, exception, preemption, or exclusion. 32 M.R.S.A. § 16503(1). No exemption appears to apply.
4. By offering and/or selling an unregistered security in Maine, Imperia has violated 32 M.R.S.A. § 16301.
5. If an entity violates the Act, the persons that control the entity are liable to the same extent as the entity unless the persons prove that they did not know, and in the exercise of reasonable care could not have known, of the existence of the facts giving rise to the liability. 32 M.R.S.A. § 16612. Jahnsen and Baker, as control persons of Imperia, are liable in their own right for Imperia's sale of unregistered securities in violation of 32 M.R.S.A. § 16301.
6. The Administrator may issue an order directing a person to cease and desist from an act, practice or course of business when the Administrator determines that the person has engaged, is engaging or is about to engage in an act, practice or course of business constituting a violation of this chapter or a rule adopted. 32 M.R.S.A. § 16604(1). For the reasons stated above, the Administrator determines that Respondents have engaged, are engaging or are about to engage in acts, practices or courses of business constituting violations of the Act, and it is necessary to issue this Cease and Desist Order to protect the public.
7. In an administrative action, the Administrator can impose a civil fine of up to \$5,000 for a violation of the Act. 32 M.R.S.A. § 16604(4). The Administrator seeks to impose the maximum civil fine of \$5,000 each on Imperia, Jahnsen, and Baker. *Id.* The civil fines will become effective by operation of law, without further action, when and if this Order becomes final. 32 M.R.S.A. § 16604(2).

III. ORDER

NOW, THEREFORE, it is ORDERED that:


1. Imperia, Jahnsen, and Baker immediately CEASE and DESIST from offering and/or selling investments in the state of Maine as described above and from otherwise violating any provision of the Maine Uniform Securities Act, 32 M.R.S.A. § 16101 *et seq.*

2. A civil fine of \$5,000 each is imposed on Imperia, Jahnsen, and Baker, for a total of \$15,000 in civil fines. Fine payments should be made by check, payable to "Treasurer, State of Maine," and submitted to the Office of Securities.

NOTICE – RIGHT TO HEARING

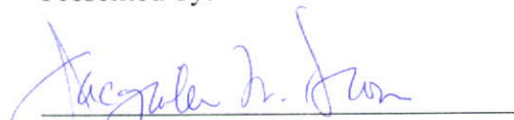
This Order is effective immediately. The deadline for Respondents to request a hearing expires 30 days after service of this Order on Respondents. If no such request is received by the Administrator within thirty days of the date that this Order was served and mailed, this Order, including the imposition of a civil fine, becomes final by operation of law. If a request for a hearing is received by the Administrator before the 30 day deadline expires, a hearing will be scheduled within 15 days after the date of receipt of the hearing request. 32 M.R.S.A. § 16604(2).

Date: May 5, 2010


Judith M. Shaw
Securities Administrator

Presented by:

Date: May 5, 2010


Jacqueline M. Drouin
Investigator/Examiner